

ITEL

Itel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 955-9090
Telex 34234

June 5, 1984

RECORDATION NO. *14165-I* Filed 1425

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUL 5 1984 1 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Rail Corporation for filing and recordation under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among First Security Bank of Utah, Itel Corporation, and Itel Rail Corporation, which was filed on September 20, 1983 and given I.C.C. Recordation No. 14165, four counterparts of the following document:

Supplement No. 4 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

The names and addresses of the parties to the aforementioned Supplement are:

1. Itel Corporation
One Embarcadero Center, Suite 2900
San Francisco, California 94111
2. Itel Rail Corporation
55 Francisco, 7th Floor
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Divisions
79 South Main Street
Salt Lake City, Utah 84125

The equipment covered by this Supplement is fifty (50) 50'6", 70-ton P.I.C., C-Sgl. boxcar, AAR mechanical designation XM, bearing reporting marks GBW 10050-10099.

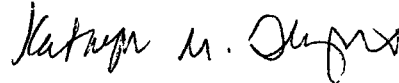
Also enclosed is a check in the amount of \$10.00 for the required recording fee.

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Please stamp all counterparts of the enclosed Supplement with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned to the bearer of this document.

Sincerely,



Kathryn M. Thyret
Legal Assistant

KMT/csh
Enclosures

cc: Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

14165-I

L-0654
6/6/84

RECORDATION NO. 14165-1 Filed 1425

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**SUPPLEMENT NO. 4 TO THE
CONSOLIDATED, AMENDED AND RESTATED
EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4, dated May 29, 1984, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977 which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

WHEREAS, the 1978 Series 3 Equipment Trust Agreement has been consolidated, amended and restated in the Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Rail is the successor in interest to Itel Corporation, Rail Division pursuant to the Agreement which is part of Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Rail and the **EAST CAMDEN AND HIGHLAND RAILWAY COMPANY** ("EACH") are parties to a Lease (as defined in the Agreement) of Equipment (as defined in the Agreement) dated as of April 26, 1978 (such Lease, together with any amendments or supplements thereto, called the "EACH Lease"), pursuant to which Rail leased to EACH certain units of Trust Equipment (as defined in the Agreement) among which are units bearing reporting marks EACH 2162 through and including EACH 2200, EACH 2351 through and including 2500, and EACH 4001 through and including EACH 4150. Subsequently, five (5) units of Trust Equipment bearing reporting marks EACH 2421, 4006, 4018, 4086 and 4105 were destroyed; and

WHEREAS, pursuant to Amendment No. 7 dated October 12, 1983 to the EACH Lease, Rail consented to EACH's entering into a Sublease (as defined in the Agreement) with the **GREEN BAY AND WESTERN RAILROAD COMPANY** ("GBW") for up to fifty (50) units of Trust Equipment bearing reporting marks from within the series EACH 2351 through and including 2500 ("Subleased Trust Equipment"); and

WHEREAS, EACH has subleased these fifty (50) units of Subleased Trust Equipment to GBW by means of a Sublease dated as of October 6, 1983 between EACH and GBW; and

WHEREAS, Rail has changed the reporting marks of these fifty (50) units of Subleased Trust Equipment from the previous EACH reporting marks to the current GBW reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the Agreement require Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the Agreement, the parties agree as follows:

SECTION 1. Schedule 1F of the Agreement is supplemented by Exhibit A which reflects that the previous fifty (50) EACH reporting marks have been changed and remarked with the current fifty (50) GBW reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the Agreement as set forth in Exhibit A and to supplement schedules 1C-1G of the Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

Mr. B. B. B. B. B.
Secretary

ITEL CORPORATION

By: W. P. Sherry

(Seal)

Attest:

Pat S. P. i
~~Trust Officer~~
Asst. Secy.

ITEL RAIL CORPORATION

By: Q. H. Hayes

(Seal)

Attest:

Edward D. D.
~~Secretary~~
Trust Officer

FIRST SECURITY BANK OF UTAH, N.A.

By: [Signature]

Senior Trust Officer

L-0654

EXHIBIT A

Units of
Trust Equipment

50

Previous EACH
Reporting Marks

EACH 2455
2357
2419
2397
2468
2361
2368
2412
2496
2482
2470
2481
2371
2473
2464
2383
2485
2420
2378
2423
2422
2449
2411
2441
2490
2409
2492
2380
2406
2469
2426
2460
2491
2403
2494
2396
2385
2447
2413
2444

Current GBW
Reporting Marks

GBW 10050
10051
10052
10053
10054
10055
10056
10057
10058
10059
10060
10061
10062
10063
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10065
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EXHIBIT A (Continued)

<u>Units of Trust Equipment</u>	<u>Previous EACH Reporting Marks</u>	<u>Current GBW Reporting Marks</u>
	EACH 2354	GBW 10090
	2404	10091
	2374	10092
	2486	10093
	2443	10094
	2434	10095
	2439	10096
	2355	10097
	2414	10098
	2438	10099

ITEL RAIL CORPORATION

By: RD Hayes
Authorized Officer

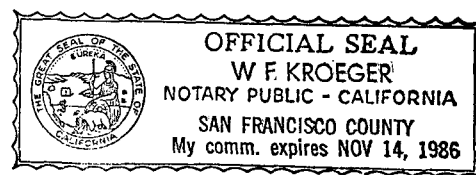
STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 12 day of June, 1984, before me personally appeared W.P. Twomey, to me personally known, who being by me duly sworn says that such person is President of **Intel Corporation**, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

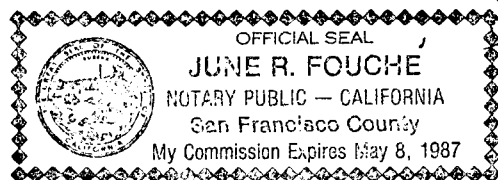


On this 8 day of June, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is Acting President of **Intel Rail Corporation**, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)



On this 2nd day of July, 1984, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is a Senior Trust Officer of **First Security Bank of Utah, N.A.**, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association by authority of its board of directors and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My commission expires:

May 9, 1988